

AWARD/CONTRACT		1. THIS CONTRACT IS A RATED ORDER UNDER DPAS (15 CFR 700)		RATING		PAGE OF PAGES 1 85	
2. CONTRACT (Proc. Inst. Ident.) NO. N61340-11-D-0004		3. EFFECTIVE DATE 16 Aug 2011		4. REQUISITION/PURCHASE REQUEST/PROJECT NO. 1300159852			
5. ISSUED BY NAWCTSD 253 12350 RESEARCH PARKWAY ORLANDO FL 32826		CODE N61340		6. ADMINISTERED BY (If other than Item 5) DEFENSE CONTRACT MANAGEMENT AGENCY EAST DCMA BALTIMORE 217 EAST REDWOOD ST. SUITE 1800 BALTIMORE MD 21202-5299		CODE S2101A	
7. NAME AND ADDRESS OF CONTRACTOR (No., street, city, county, state and zip code) AIMEREON INC. BENJAMIN CHOU 6325 WOODSIDE CT STE 110 COLUMBIA MD 21046-3226				8. DELIVERY [] FOB ORIGIN [X] OTHER (See below)			
				9. DISCOUNT FOR PROMPT PAYMENT			
				10. SUBMIT INVOICES 0 (4 copies unless otherwise specified) TO THE ADDRESS SHOWN IN:			
CODE 5ZY12		FACILITY CODE		11. SHIP TO/MARK FOR NAWCTSD DOMBROWSKI, TIFFANY 12350 RESEARCH PARKWAY CROSS WARFARE ORLANDO FL 32826-3224			
CODE N61340		12. PAYMENT WILL BE MADE BY DFAS - COLUMBUS CENTER SOUTH ENTITLEMENT OPERATIONS P.O. BOX 182264 COLUMBUS OH 43218-2264				CODE HQ0338	
13. AUTHORITY FOR USING OTHER THAN FULL AND OPEN COMPETITION: [] 10 U.S.C. 2304(c)() [] 41 U.S.C. 253(c)()				14. ACCOUNTING AND APPROPRIATION DATA			
15A. ITEM NO.	15B. SUPPLIES/ SERVICES		15C. QUANTITY	15D. UNIT	15E. UNIT PRICE	15F. AMOUNT	
SEE SCHEDULE							
15G. TOTAL AMOUNT OF CONTRACT						\$4,627,034.89 EST	
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CONTRACTING OFFICER WILL COMPLETE ITEM 17 OR 18 AS APPLICABLE							
17. [X] CONTRACTOR'S NEGOTIATED AGREEMENT Contractor is required to sign this document and return copies to issuing office. Contractor agrees to furnish and deliver all items or perform all the services set forth or otherwise identified above and on any continuation sheets for the consideration stated herein. The rights and obligations of the parties to this contract shall be subject to and governed by the following documents: (a) this award/contract, (b) the solicitation, if any, and (c) such provisions, representations, certifications, and specifications, as are attached or incorporated by reference herein. (Attachments are listed herein.)				18. [] AWARD (Contractor is not required to sign this document.) Your offer on Solicitation Number N61340-11-R-0009-0002 including the additions or changes made by you which additions or changes are set forth in full above, is hereby accepted as to the items listed above and on any continuation sheets. This award consummates the contract which consists of the following documents: (a) the Government's solicitation and your offer, and (b) this award/contract. No further contractual document is necessary.			
19A. NAME AND TITLE OF SIGNER (Type or print)				20A. NAME OF CONTRACTING OFFICER REBECA GONZALEZ (25311) / CONTRACTING OFFICER TEL: 407-380-4524 EMAIL: rebecca.gonzalez@navy.mil			
19B. NAME OF CONTRACTOR		19C. DATE SIGNED		20B. UNITED STATES OF AMERICA		20C. DATE SIGNED	
BY _____ (Signature of person authorized to sign)				BY <u>Rebecca Gonzalez</u> (Signature of Contracting Officer)		18-Aug-2011	

Section B - Supplies or Services and Prices

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0100	Post Award Conference FFP IAW SOW section 3.1.7 FOB: Destination	1	Each	\$1,725.31	\$1,725.31

ESTIMATED
NET AMT

\$1,725.31

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0101	Core Software Sustainment FFP IAW SOW section 3.2.1 FOB: Destination PURCHASE REQUEST NUMBER: 1300159862	12	Months	\$29,076.96	\$348,923.52 EST

ESTIMATED
NET AMT

\$348,923.52 (EST.)

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0102	S/W Modifications & Product Generation FFP IAW SOW section 3.2.2 FOB: Destination	18	Each	\$219,428.42	\$3,949,711.56 EST

ESTIMATED
NET AMT

\$3,949,711.56 (EST.)

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0103	Software Training Sessions (Offsite) FFP IAW SOW section 3.2.3.1 FOB: Destination	15	Each	\$3,419.44	\$51,291.60 EST

ESTIMATED
NET AMT

\$51,291.60 (EST.)

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0104	Technical Assist Visits (Offsite) FFP IAW SOW section 3.2.3.2 FOB: Destination	30	Days	\$690.19	\$20,705.70 EST

ESTIMATED
NET AMT

\$20,705.70 (EST.)

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0105	Software Mod/Enhancement Impact Analysis FFP IAW SOW sections 3.2.4.1 and 3.2.4.2 FOB: Destination	40	Each	\$5,029.43	\$201,177.20 EST

ESTIMATED
NET AMT

\$201,177.20 (EST.)

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0106	Travel for CLINs 0102-0105 FFP Fixed factor 7 % applicable to total travel cost. Estimated yearly total value \$50,000.00. FOB: Destination	1	Lot	\$53,500.00	\$53,500.00 NTE

ESTIMATED NET AMT	\$53,500.00
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0201 OPTION	Core Software Sustainment FFP Option 1 IAW SOW section 3.2.1 FOB: Destination	12	Months	\$29,271.78	\$351,261.36

ESTIMATED NET AMT	\$351,261.36
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0202 OPTION	S/W Modifications & Product Generation FFP Option 1 IAW SOW section 3.2.2 FOB: Destination	18	Each	\$220,898.59	\$3,976,174.62

ESTIMATED NET AMT	\$3,976,174.62
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0203 OPTION	Software Training Sessions (Offsite) FFP Option 1 IAW SOW section 3.2.3.1 FOB: Destination	15	Each	\$3,442.35	\$51,635.25

ESTIMATED
NET AMT

\$51,635.25

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0204 OPTION	Technical Assist Visits (Offsite) FFP Option 1 IAW SOW section 3.2.3.2 FOB: Destination	30	Days	\$694.81	\$20,844.30

ESTIMATED
NET AMT

\$20,844.30

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0205 OPTION	Software Mod/Enhancement Impact Analysis FFP Option 1 IAW SOW sections 3.2.4.1 and 3.2.4.2 FOB: Destination	40	Each	\$5,063.12	\$202,524.80

ESTIMATED
NET AMT

\$202,524.80

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0206 OPTION	Travel for CLINs 0202-0205 FFP Option 1 Fixed factor 7% applicable to total travel cost. Estimated yearly total value \$50,000.00. FOB: Destination	1	Lot	\$53,500.00	\$53,500.00 NTE

ESTIMATED NET AMT	\$53,500.00
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0301 OPTION	Core Software Sustainment FFP Option 2 IAW SOW section 3.2.1 FOB: Destination	12	Months	\$29,857.21	\$358,286.52

ESTIMATED NET AMT	\$358,286.52
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0302 OPTION	S/W Modifications & Product Generation FFP Option 2 IAW SOW section 3.2.2 FOB: Destination	18	Each	\$225,316.56	\$4,055,698.08

ESTIMATED NET AMT	\$4,055,698.08
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0303 OPTION	Software Training Sessions (Offsite) FFP Option 2 IAW SOW section 3.2.3.1 FOB: Destination	15	Each	\$3,511.19	\$52,667.85

ESTIMATED NET AMT	\$52,667.85
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0304 OPTION	Technical Assist Visits (Offsite) FFP Option 2 IAW SOW section 3.2.3.2 FOB: Destination	30	Days	\$708.71	\$21,261.30

ESTIMATED NET AMT	\$21,261.30
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0305 OPTION	Software Mod/Enhancement Impact Analysis FFP Option 2 IAW SOW sections 3.2.4.1 and 3.2.4.2 FOB: Destination	40	Each	\$5,164.39	\$206,575.60

ESTIMATED NET AMT	\$206,575.60
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0306 OPTION	Travel for CLINs 0302-0305 FFP Option 2 Fixed factor 7% applicable to total travel cost. Estimated yearly total value \$50,000.00. FOB: Destination	1	Lot	\$53,500.00	\$53,500.00 NTE

ESTIMATED
NET AMT

\$53,500.00

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0401 OPTION	Core Software Sustainment FFP Option 3 IAW SOW section 3.2.1 FOB: Destination	12	Months	\$30,603.64	\$367,243.68

ESTIMATED
NET AMT

\$367,243.68

ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0402 OPTION	S/W Modifications & Product Generation FFP Option 3 IAW SOW section 3.2.2 FOB: Destination	18	Each	\$230,949.47	\$4,157,090.46

ESTIMATED NET AMT	\$4,157,090.46
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0403 OPTION	Software Training Sessions (Offsite) FFP Option 3 IAW SOW section 3.2.3.1 FOB: Destination	15	Each	\$3,598.97	\$53,984.55

ESTIMATED NET AMT	\$53,984.55
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0404 OPTION	Technical Assist Visits (Offsite) FFP Option 3 IAW SOW section 3.2.3.2 FOB: Destination	30	Days	\$726.43	\$21,792.90

ESTIMATED NET AMT	\$21,792.90
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0405 OPTION	Software Mod/Enhancement Impact Analysis FFP Option 3 IAW SOW sections 3.2.4.1 and 3.2.4.2 FOB: Destination	40	Each	\$5,293.50	\$211,740.00

ESTIMATED NET AMT	\$211,740.00
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0406 OPTION	Travel for CLINs 0402-0405 FFP Option 3 Fixed factor 7% applicable to total travel cost. Estimated yearly total value \$50,000.00. FOB: Destination	1	Lot	\$53,500.00	\$53,500.00 NTE

ESTIMATED NET AMT	\$53,500.00
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0501 OPTION	Core Software Sustainment FFP Option 4 IAW SOW section 3.2.1 FOB: Destination	12	Months	\$31,521.75	\$378,261.00

ESTIMATED NET AMT	\$378,261.00
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0502 OPTION	S/W Modifications & Product Generation FFP Option 4 IAW SOW section 3.2.2 FOB: Destination	18	Each	\$237,877.96	\$4,281,803.28

ESTIMATED NET AMT	\$4,281,803.28
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0503 OPTION	Software Training Sessions (Offsite) FFP Option 4 IAW SOW section 3.2.3.1 FOB: Destination	15	Each	\$3,706.94	\$55,604.10

ESTIMATED NET AMT	\$55,604.10
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0504 OPTION	Technical Assist Visits (Offsite) FFP Option 4 IAW SOW section 3.2.3.2 FOB: Destination	30	Days	\$748.22	\$22,446.60

ESTIMATED NET AMT	\$22,446.60
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0505 OPTION	Software Mod/Enhancement Impact Analysis FFP Option 4 IAW SOW sections 3.2.4.1 and 3.2.4.2 FOB: Destination	40	Each	\$5,452.30	\$218,092.00

ESTIMATED NET AMT	\$218,092.00
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ITEM NO	SUPPLIES/SERVICES	ESTIMATED QUANTITY	UNIT	UNIT PRICE	ESTIMATED AMOUNT
0506 OPTION	Travel for CLINs 0502-0505 FFP Option 4 Fixed factor 7% applicable to total travel cost. Estimated yearly total value \$50,000.00. FOB: Destination	1	Lot	\$53,500.00	\$53,500.00 NTE

ESTIMATED NET AMT	\$53,500.00
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CONTRACT MINIMUM/MAXIMUM QUANTITY AND CONTRACT VALUE

The minimum quantity and contract value for all orders issued against this contract shall not be less than the minimum quantity and contract value stated in the following table. The maximum quantity and contract value for all orders issued against this contract shall not exceed the maximum quantity and contract value stated in the following table.

MINIMUM QUANTITY	MINIMUM AMOUNT	MAXIMUM QUANTITY	MAXIMUM AMOUNT
			\$24,300,000.00

B1 - B5

B1 **ACRONYMS**

The following definitions are provided for acronyms that may be used in this solicitation:

ACR	AIM Software Change Request	N/A	Not Applicable
ACRN	Accounting Classification Reference Number	NAWCTSD	Naval Air Warfare Training Systems Division
AIM	Authoring Instructional Materials	NETC	Naval Education and Training Command
AMT	Amount	NMCI	Navy Marine Corps Intranet
CC	Configuration Control	NSP	Not Separately Priced
CCB	Configuration Control Board	OCCSTD	Occupational Standard
CDRL	Contract Data Requirements List	OCONUS	Outside the Continental United States
CI	Configuration Item	PCO	Procuring Contracting Officer
CLIN	Contract Line Item Number	PPP	Personnel Performance Profile
COR	Contracting Officer's Representative	QA	Quality Assurance
COTS	Commercial Off-the-Shelf	QASP	Quality Assurance Surveillance Plan
CPM	Content Planning Module	QTY	Quantity
EA	Each	SCL	Software Configuration Library
ECP	Engineering Change Proposal	SDD	Software Design Document
ELO	Enabling Learning Object	SMM	Software Maintenance Manual
ESC	Executive Steering Committee	SOW	Statement of Work
FEA	Front-End Analysis	SQL	Structured Query Language
FFP	Firm-Fixed-Price	SSO	System Support Office
FRB	Functional Requirements Board	STP/STD	Software Test Plan/Software Test Document
FTP	File Transfer Protocol	S/W	Software
G&A	General and Administrative	TA	Technical Assistance
GAT	Government Acceptance Testing	TBN	To Be Negotiated at a later date
GFI	Government Furnished Information	TG	Trainee Guide
GFP	Government Furnished Property	TLO	Terminal Learning Object
GOTS	Government Off-the-Shelf	TO	Task Order
ICW	Interactive Courseware	TR	Trouble Report
IETM	Interactive Electronic Technical Manual	TSD	Training Systems Division
ILE	Integrated Learning Environment	TSRA	Training Systems Requirements Analysis
ILT	Instructor Led Training	VTC	Video Teleconferencing
IMI	Interactive Multimedia Instruction	VTT	Video Tele-Training
IPT	Integrated Product Team	WBT	Web-Based Training
JPA	Job Performance Aid	WD	Workforce Development
JTR	Joint Travel Regulation	XML	Extensible Markup Language
LAN	Local Area Network		
LO	Learning Object		
LOC	Lines of Code		
LP	Lesson Plan		
LSE	Lead Software Engineer		
MAX	Maximum		
MO	Month		
MOD	Modification		

B2 PRICE AT LINE ITEM LEVEL

Offeror shall insert in Section B of the Schedule unit prices and amounts at the line item level for CLINs 0100, 0101, 0103, 0104; 0201, 0203 and 0204; 0301, 0303 and 0304; 0401, 0403 and 0404; 0501, 0503 and 0504. The contractor shall perform all CLINS in accordance with Attachment 1, SOW.

B3 FIRM FIXED PRICE LINE ITEMS

The Contractor shall provide CLINs (0100, 0101, 0103 and 0104; 0201, 0203 and 0204; 0301, 0303 and 0304; 0401, 0403 and 0404; 0501, 0503 and 0504) for AIM software services on a FFP per unit basis in accordance with Attachment 1, SOW. The Government may place unilateral task orders at the stated FFPs for software support commencing during the ordering period through the end of the CLIN ordering periods (stated in Section F) although performance may extend beyond the contract ordering period.

The Contractor shall provide CLINs (0102, 0202, 0302, 0402 and 0502) on a negotiated FFP basis. Each task order for these services shall be proposed by the contractor when requested and negotiated with the Government utilizing the contract labor rates (Attachment 2), Resource Allocation Matrix for the labor required to perform the tasking. Travel services when necessary shall be proposed under CLINs (0106, 0206, 0306, 0406 and 0506) on a FFP basis.

The Contractor shall provide CLINs (0105, 0205, 0305, 0405 and 0505) on a negotiated FFP basis. Each task order for these services shall be proposed by the contractor when requested and negotiated with the Government utilizing the contract labor rates (Attachment 2), Resource Allocation Matrix for the labor required to perform the tasking. Travel services when necessary shall be proposed under CLINs (0106, 0206, 0306, 0406 and 0506) on a FFP basis.

The Contractor shall provide CLINs (0106, 0206, 0306, 0406 and 0506) on a negotiated FFP basis. Each task order for these travel services shall be proposed by the contractor when requested and negotiated utilizing the CLIN fixed factor with the Government to arrive at a FFP.

B4 CANCELLATION POLICY OF TRAINING CONVENINGS

The prices for training sessions and technical assist visits CLINs (0103 and 0104, 0203 and 0204, 0303 and 0304, 0403 and 0404, 0503 and 0504) shall include a 10 calendar day advance cancellation notice for any training convening or tech assist visits requested on a task order. This will allow the Government to cancel these services awarded on a task order, at no cost to the Government, with a minimum of 10 calendar day advance notice for all these software training sessions and technical assist visits CLINs. The day the services is scheduled to begin is not included in the 10 calendar days calculation. In the event of a cancellation 9 or fewer days (to include the start of the services), there is no presumption the contractor will be entitled to either full or partial payment of training services that have not been conducted. The contractor shall make its best effort to mitigate cost as a result of the cancellation. The contractor shall submit a proposal with supporting documentation for the cancelled services to the Government to negotiate a settlement for the cancellation of services. In addition, the contractor is not authorized to invoice in accordance with 5252.246-9512 before settlement of cancellation with the Government.

B5 ADVANCE NOTIFICATION

The prices for CLINs 0101 – 0106 shall include 10 calendar day notification with issuance of a task order.